

Hearing Date and Time: To be determined
Objection Deadline: To be determined

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
DELPHI CORPORATION, et al., : Chapter 11
: Case No. 05-44481 (RDD)
: Debtors. : (Jointly Administered)

**NOTICE OF SEVENTH INTERIM AND FINAL FEE
APPLICATION OF DELOITTE & TOUCHE LLP, AS INDEPENDENT
AUDITORS AND ACCOUNTANTS TO THE DEBTORS, FOR THE
PERIOD FROM OCTOBER 8, 2005 THROUGH JANUARY 25, 2008**

PLEASE TAKE NOTICE that on December 21, 2009, Deloitte & Touche LLP (“**Deloitte & Touche**”) filed its Seventh Interim and Final Application of Deloitte & Touche LLP, as Independent Auditors and Accountants to the Debtors, for the Period from October 8, 2005 through January 25, 2008 (the “**Fee Application**”).

PLEASE TAKE FURTHER NOTICE that, by the Fee Application, Deloitte & Touche is requesting allowance of (i) interim compensation for professional services rendered to the Debtors for the period October 1, 2007 through January 25, 2008 in the amount of \$120,893.85, (ii) final compensation for professional services rendered to the Debtors for the period from

October 8, 2005 through January 25, 2008 in the amount of \$13,377,565.80, and (iii) the reimbursement of certain expenses incurred in connection with such services in the amount of \$4,660.98.

PLEASE TAKE FURTHER NOTICE that any interested person who wishes to receive a complete copy of the Fee Application and who cannot otherwise access the same through the Court's website, or the Debtors' "virtual docket" website, may request a copy by contacting Deloitte & Touche through its undersigned counsel.

PLEASE TAKE FURTHER NOTICE that on _____, 2010 at _____.m. **(Prevailing Eastern Time)** a hearing to consider approval of the Fee Application will be held before the Honorable Robert D. Drain, at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Fee Application (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, and Administrative Procedures, and (III) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e) [ECF No. 245], (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in PDF, WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) must be served upon: (i) Delphi Corporation,

5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel); (ii) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, IL 60606 (Attn: John Wm. Butler, Jr., Esq.); (iii) conflicts counsel for the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, New York, New York 10119 (Attn: Albert Togut, Esq. and Neil Berger, Esq.); (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman, Esq.); (v) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican, Esq.); (vi) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Fourth Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg, Esq. and Mark A. Broude, Esq.); (vii) counsel to Deloitte & Touche, Loeb & Loeb LLP, 345 Park Avenue, New York, New York 10154 (Attn: P. Gregory Schwed, Esq. and Daniel B. Besikof, Esq.); (viii) members of the Fee Committee, David M. Sherbin, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098; John D. Sheehan, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098; Alicia M. Leonard, Esq., Office of United States Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004; and Valeria Venable, GE Plastics, Americas, 9930 Kincey Avenue, Huntersville, NC 28078 and (xiv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard, Esq.), in each case so as to be **received no later than 4:00 p.m. (Prevailing Eastern Time) on _____, 2010** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those timely-written objections made in accordance herewith, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court, and that if no objections to the Application are timely filed and served the Bankruptcy Court may enter an order granting the Application without further notice.

Dated: New York, New York
December 21, 2009

LOEB & LOEB LLP

By: /s/ Daniel B. Besikof
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